

Vincent A. D'Agostino (VAD-0120)
Eric H. Horn (EH-2020)
LOWENSTEIN SANDLER PC
65 Livingston Ave.
Roseland, NJ 07068
Tel: 973.597.2500
Fax: 973.597-2400

-and-

1251 Avenue of the Americas
New York, New York 10020
Tel: 212.262.6700
Fax: 212.262.7402

Counsel to the AT&T Entities

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Delphi Corporation, *et al.*,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

RESPONSE OF AT&T AND ITS RELATED ENTITIES TO DEBTORS' TWENTY-FIRST OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007 TO CERTAIN (A) DUPLICATE OR AMENDED CLAIMS, (B) UNTIMELY EQUITY CLAIM, (C) INSUFFICIENTLY DOCUMENTED CLAIMS, (D) CLAIMS NOT REFLECTED ON DEBTORS' BOOKS AND RECORDS, (E) UNTIMELY CLAIMS, AND (F) CLAIMS SUBJECT TO MODIFICATION, TAX CLAIM SUBJECT TO MODIFICATION, AND MODIFIED CLAIMS ASSERTING RECLAMATION

AT&T Corp., AT&T Global Services f/k/a SBC Global, SBC Advanced Solutions, SBC Long Distance, SBC Yellow Pages, SBC Advanced Solutions, Inc., and SBC Datacomm, (collectively the "AT&T Entities"), by and through their undersigned counsel, hereby submit this response (the "Response") to the Debtors' Twenty-First Omnibus Objection Pursuant to 11 U.S.C. §502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate or Amended Claims, (B)

Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (the "21st Omnibus Claims Objection"). In support of the Response, the AT&T Entities respectfully represent as follows:

BACKGROUND

1. On October 8 and 14, 2005, the (the "Petition Dates"), the Debtors¹ filed their voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108.

2. Prior to the Petition Dates, the AT&T Entities provided certain telecommunications services and related services to the Debtors.

3. The AT&T Entities filed various proofs of claim against the Debtors' estates.²

4. On September 21, 2007, the Debtors filed the 21st Omnibus Claims Objection pursuant to which the Debtors' objected to sixteen (16) of the AT&T Entities' proofs of claim on one or more of the following grounds: (i) insufficiently documented; (ii) claims not reflected on Debtors' books and records; (iii) untimely claims; and (iv) claims subject to modification.

¹ Any capitalized terms not defined herein shall have the meanings ascribed to them in the Objection.

² The proofs of claim filed by the AT&T Entities and listed in the Response may have been further amended by the AT&T Entities (the "Amended Claims"). The AT&T Entities reserve their rights with respect to the Amended Claims (including the right to further amend those claims) and reserve the right to further amend other claims filed by the AT&T Entities in these cases.

A. Alleged Insufficiently Documented Claims

5. On November 28, 2005, SBC Advanced Solutions, Inc. filed proof of claim numbered 912 asserting a non-priority unsecured claim in the amount of \$3,841.74 (“Claim 912”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 912 on the basis that such claim was insufficiently documented.

6. On February 21, 2003, SBC Global filed proof of claim numbered 2103 asserting a non-priority unsecured claim in the amount of \$691,047.51 (“Claim 2103”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 2103 on the basis that such claim was insufficiently documented.

7. On January 18, 2006, SBC Global filed proof of claim numbered 1578 asserting a non-priority unsecured claim in the amount of \$373,508.42 (“Claim 1578”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 1578 on the basis that such claim was insufficiently documented.

8. On January 18, 2006, SBC Long Distance, Inc. filed proof of claim numbered 1579 asserting a non-priority unsecured claim in the amount of \$1,000.00 (“Claim 1579”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 1579 on the basis that such claim was insufficiently documented.

B. Allegations that Proofs of Claim Amounts are not Reflected on the Debtors’ Books and Records

9. On January 18, 2006, SBC Global filed proof of claim numbered 1583 asserting a non-priority unsecured claim in the amount of \$21.91 (“Claim 1583”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 1583 on the basis

that the claim amount is not reflected in their books and records.

10. On November 16, 2005, SBC Yellow Pages filed proof of claim numbered 563 asserting a non-priority unsecured claim in the amount of \$103.31 (“Claim 563”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 563 on the basis that the claim amount is not reflected in their books and records.

C. Alleged Untimely Proofs of Claim

11. On August 8, 2007, AT&T Global Services f/k/a SBC Global filed an amended proof of claim numbered 16636 [amending Claim 2103] asserting a non-priority unsecured claim in the amount of \$751,745.35 (“Claim 16636”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 16636 as being untimely filed.

12. On August 8, 2007, AT&T Global Services f/k/a SBC Global filed an amended proof of claim numbered 16637 [amending Claim 1578] asserting a non-priority unsecured claim in the amount of \$647,310.88 (“Claim 16637”). In the 21st Omnibus Claims Objection, the Debtors seek to disallow and expunge Claim 16637 as being untimely filed.

D. Proofs of Claim the Debtors Seek to Modify/Reduce

13. On June 7, 2006, AT&T Corp. filed proof of claim numbered 7506 asserting a non-priority unsecured claim in the amount of \$4,424,985.53 (“Claim 7506”). In the 21st Omnibus Claims Objection, the Debtors seek to modify Claim 7506 from a claim against Delphi Corp. to one asserted against Delphi Automotive Systems, LLC. In addition, the Debtors seek to reduce Claim 7506 from \$4,424,985.53 to \$4,047,181.35.

14. On December 13, 2005, SBC Advanced Solutions filed proof of claim

numbered 1126 asserting a non-priority unsecured claim in the amount of \$3,236,025.11 (“Claim 1126”). In the 21st Omnibus Claims Objection, the Debtors seek to modify Claim 1126 from a claim against Delphi Corp. to one asserted against Delphi Automotive Systems, LLC. In addition, the Debtors seek to reduce Claim 1126 from \$3,236,025.11 to \$2,987,478.61.

15. On December 13, 2005, SBC Datacomm filed proof of claim numbered 1125 asserting a non-priority unsecured claim in the amount of \$7,661.10 (“Claim 1125”). In the 21st Omnibus Claims Objection, the Debtors seek to modify Claim 1125 from a claim against Delphi Corp. to one asserted against Delphi Automotive Systems, LLC. In addition, the Debtors seek to reduce Claim 1125 from \$7,661.10 to \$6,885.03.

16. On April 3, 2006, SBC Global filed proof of claim numbered 2529 asserting a non-priority unsecured claim in the amount of \$195.10 (“Claim 2529”). In the 21st Omnibus Claims Objection, the Debtors seek to modify Claim 2529 from a claim against Delphi NY Holding Corp. to one asserted against Delphi Automotive Systems, LLC. In addition, the Debtors seek to reduce Claim 2529 from \$195.10 to \$174.87.

17. On January 18, 2006, SBC Advanced Solutions filed proof of claim numbered 1584 asserting a non-priority unsecured claim in the amount of \$368.59 (“Claim 1584”). In the 21st Omnibus Claims Objection, the Debtors seek to modify Claim 1584 from a claim against Delphi Automotive Systems Thailand to one asserted against Delphi Automotive Systems, LLC. In addition, the Debtors seek to reduce Claim 1126 from \$368.59 to \$238.20.

18. On February 21, 2006, SBC Long Distance filed proof of claim numbered 2102 asserting a non-priority unsecured claim in the amount of \$29.60 (“Claim 2102”). In the 21st Omnibus Claims Objection, the Debtors seek to modify Claim 2102 from a claim against

Delphi Corporation to one asserted against Delphi Diesel Systems Corp.

19. On January 18, 2006, SBC Global filed proof of claim numbered 1582 asserting a non-priority unsecured claim in the amount of \$110.32 (“Claim 1582”). In the 21st Omnibus Claims Objection, the Debtors seek to reduce Claim 1582 from \$110.32 to \$84.94.

20. On January 18, 2006, SBC Global filed proof of claim numbered 1585 asserting a non-priority unsecured claim in the amount of \$602.51 (“Claim 1585”). In the 21st Omnibus Claims Objection, the Debtors seek to reduce Claim 1585 from \$602.51 to \$336.91.

21. The AT&T Entities have been diligently working with the Debtors and their counsel (and will continue to do so) to resolve disputes relative to the proofs of claim filed by the AT&T Entities in these cases.

AT&T ENTITIES’ RESPONSE

A. Alleged Insufficiently Documented Claims

22. As set forth *supra*, in their 21st Omnibus Claims Objection, the Debtors purport that certain of the AT&T Entities’ proofs of claim are insufficiently documented (the “Documentation Claims”). That, however, is simply not the case. Indeed, the AT&T entities have attached support to certain of the proofs of claim that fall within this bucket and have provided further backup to support their respective claim amounts.

23. Accordingly, the AT&T Entities respectfully request that the Court deny the 21st Omnibus Claims Objection with respect to the Documentation Claims.

B. Allegations that Proofs of Claim Amounts are not Reflected on the Debtors' Books and Records

24. With regards to the Debtors' allegations that certain of the AT&T Entities' proofs of claim are not reflected on the Debtors' books and records (the "B&R Claims"), similar to point A above, the AT&T Entities have provided support to the Debtors and their counsel evidencing the respective amounts owing.

25. Accordingly, the AT&T Entities respectfully request that the Court deny the 21st Omnibus Claims Objection with respect to the B&R Claims.

C. Alleged Untimely Proofs of Claim

26. With regards to the Debtors' allegations that Claim 16636 and Claim 16637 were not timely filed, that is simply untrue. As the Debtors are well aware, those claims amend previously filed timely claims and the Debtors' allegations that they are untimely is simply off base.

27. Accordingly, the AT&T Entities respectfully request that the Court deny the 21st Omnibus Claims Objection with respect to Claim 16636 and Claim 16637.

D. Proofs of Claim the Debtors Seek to Modify/Reduce

28. As set forth *supra*, in their 21st Omnibus Claims Objection, the Debtors seek to modify certain of the AT&T Entities' proof of claims. For instance, the Debtors allege that the certain of the proofs of claim were filed against the wrong entity and seek to have the claim directed to another entity (the "Modification Claims"). The Debtors have failed to provide an appropriate basis for the proposed modifications.

29. Additionally, the Debtors are seeking to reduce certain of the AT&T Entities' proof of claim amounts (the "Reduction Claims"). As noted *supra*, the AT&T Entities have provided the necessary backup to the Debtors to show that the applicable proofs of claim should not be reduced.

30. Accordingly, the AT&T Entities respectfully request that the Court deny the 21st Omnibus Claims Objection with respect to the Modification Claims and the Reduction Claims.

WHEREFORE, the AT&T Entities respectfully request that the Court (i) deny the 21st Omnibus Claims Objection with respect to proofs of claim asserted by the AT&T Entities, and (ii) grant such other and further relief as proper.

Dated: October 18, 2007

Respectfully submitted,

By: /s/ Eric H. Horn
Vincent A. D'Agostino (VAD-0120)
Eric H. Horn (EH-2020)
LOWENSTEIN SANDLER PC
65 Livingston Ave.
Roseland, NJ 07068
Phone: 973.597.2500
Fax: 973.597.2400

-and-

1251 Avenue of the Americas
New York, New York 10020
Tel: 212.262.6700
Fax: 212.262.7402

Counsel to the AT&T Entities